

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is FREDY P. ROLAND, M.D., LTD.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To render the professional services of physicians licensed to practice medicine in the State of Rhode Island, and to do such services as are necessary or incidental thereto in accordance with the Rhode Island Professional Service Corporation Law and the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares1,000.....

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

without par value

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The ownership and transfer of stock in this Corporation shall be expressly subject to and in accordance with Chapter 5.1 of Title 7 of the General Laws of the State of Rhode Island entitled "Professional Service Corporation, specifically Section 7-5.1-5 entitled "Eligibility of Personnel--Transfer of Stock".

In addition, if any Stockholder shall at any time desire to sell his stock, or any part thereof, or if any Stockholder becomes legally disqualified to practice medicine in the State of Rhode Island, he shall, before offering to sell the same to any other eligible party, offer in writing to sell the same to the Corporation at the lowest price and on the most favorable terms at which he is willing to sell the same. The Board of Directors shall elect whether or not to accept said offer within thirty (30) days of the receipt of same. If the Board of Directors shall elect to accept said offer, written notice shall be given the Stockholder by mailing the same to him at his address as shown on the books of the Corporation. The Corporation shall have an additional period of thirty (30) days after the date of acceptance to make payment for said stock.

If the Board of Directors shall not elect to accept said offer, the Stockholder may sell said stock to any other eligible party provided said sale is made within sixty (60) days from the making of such offer to the Corporation and at no lower price nor on more favorable terms than those offered the Corporation.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Said Corporation shall exist and do business in strict accordance with the provisions of Chapter 5.1 of Title 7 of the Rhode Island General Laws entitled "Professional Service Corporations", and shall not engage in any activities directly or indirectly in contravention thereof.

SEVENTH. The address of the initial registered office of the corporation is
454 Broadway, Providence, Rhode Island 02909 (add Zip Code)
and the name of its initial registered agent at such address is:
Paul A. Suttell

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Fredy P. Roland, M.D.	333 School Street, Pawtucket, RI

NINTH. The name and address of each incorporator is:

Name	Address
Fredy P. Roland, M.D.	333 School Street, Pawtucket, RI

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

July 1, 1986

Dated June 24, 1986

Fredy P. Roland

STATE OF RHODE ISLAND } City
COUNTY OF Providence } In the Town of

in said county this 24th day of June, A.D. 19

then personally appeared before me Fredy P. Roland

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Linda J. Zambarano
Notary Public

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CERTIFICATE OF INSURANCE

GU 7641
(ED. 1-73)

THIS CERTIFICATE OF INSURANCE NEITHER AFFIRMATIVELY NOR NEGATIVELY AMENDS,
EXTENDS OR ALTERS THE COVERAGE AFFORDED BY ANY POLICY DESCRIBED HEREIN.

THIS IS TO CERTIFY, THAT POLICIES IN THE NAME OF

NAME INSURED FREDY P. ROLAND, M.D., LTD. AND/OR
AND ADDRESS FREDY P. ROLAND, M.D.- INDIVIDUALLY
333 SCHOOL STREET - SUITE 215
PAWTUCKET, RHODE ISLAND 02860

WILL BE ISSUED FOR PROFESSIONAL LIABILITY COVERING THE INSURED WITH LIMITS
OF NOT LESS THAN \$100,000. PER CLAIM AS FOLLOWS:

KIND OF INSURANCE	POLICY NUMBER	POLICY PERIOD	
COMPREHENSIVE GENERAL LIABILITY		EFF. EXP.	
LIMITS: BODILY INJURY PROPERTY DAMAGE		EACH OCCURRENCE EACH OCCURRENCE	AGGREGATE AGGREGATE
MANUFACTURERS' AND CONTRACTORS' LIABILITY		EFF. EFF.	
LIMITS: BODILY INJURY PROPERTY DAMAGE	\$ \$	EACH OCCURRENCE EACH OCCURRENCE	\$ AGGREGATE
OWNERS', LANDLORDS' AND TENANTS' LIABILITY		EFF. EXP.	
LIMITS: BODILY INJURY PROPERTY DAMAGE	\$ \$	EACH OCCURRENCE EACH OCCURRENCE	\$ AGGREGATE+
CONTRACTUAL LIABILITY		EFF. EXP.	
LIMITS: BODILY INJURY PROPERTY DAMAGE	\$ \$	EACH OCCURRENCE EACH OCCURRENCE	\$ AGGREGATE

(CONTINUED)

PROFESSIONAL LIABILITY	JUA-16251	EFF. DATE OF EXP. CORPORATE APPROVAL	
LIMITS:	\$	EACH CLAIM	\$ AGGREGATE
	\$	EACH MEDICAL INCIDENT	\$ AGGREGATE

+ AGGREGATE NOT APPLICABLE IF OWNERS', LANDLORDS' AND TENANTS' LIABILITY INSURANCE EXCLUDES STRUCTURAL ALTERATIONS, NEW CONSTRUCTION AND DEMOLITION. AND COVER, IN ACCORDANCE WITH THE POLICY TERMS, EMPLOYEES OF THE NAMED INSURED WITH LIMITS OF NOT LESS THAN \$100,000. PER CLAIM. MEMBER OF THE CORPORATION (FREDY P. ROLAND, M.D.)

IN THE EVENT OF ANY MATERIAL CHANGE IN, OR CANCELLATION OF, SAID POLICIES, THE UNDERSIGNED COMPANY WILL ENDEAVOR TO GIVE WRITTEN NOTICE TO THE PARTY TO WHOM THIS CERTIFICATE IS ISSUED, BUT FAILURE TO GIVE SUCH NOTICE SHALL IMPOSE NO OBLIGATION NOR LIABILITY UPON THE COMPANY.

DATED: JUNE 20, 1986
NAME OF MEDICAL MALPRACTICE JOINT
COMPANY: UNDERWRITING ASSOCIATION OF R.I.


AUTHORIZED REPRESENTATIVE

CERTIFICATE ISSUED TO:

NAME SECRETARY OF THE STATE OF RHODE ISLAND
AND STATE HOUSE
ADDRESS PROVIDENCE, R. I. 02903

(JUA CERTINS)

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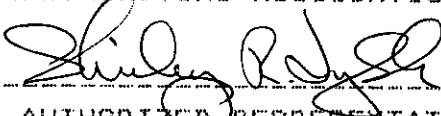
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 HIS ADDRESS FREDY F. ROLAND, M.D.- INDIVIDUALLY
 333 SCHOOL STREET - SUITE 215
 PANTUCKET, RHODE ISLAND 02860

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MANUFACTURERS' AND CONTRACTORS' LIABILITY		EFF. EXP.		
LIMITS: BODILY INJURY PROPERTY DAMAGE	\$	EACH OCCURRENCE EACH OCCURRENCE	\$	AGGREGATE
OWNERS', LANDLORDS' AND TENANTS' LIABILITY		EFF. EXP.		
LIMITS: BODILY INJURY PROPERTY DAMAGE	\$	EACH OCCURRENCE EACH OCCURRENCE	\$	AGGREGATE
CONTRACTUAL LIABILITY		EFF. EXP.		
LIMITS: BODILY INJURY PROPERTY DAMAGE	\$	EACH OCCURRENCE EACH OCCURRENCE	\$	AGGREGATE

(CONTINUED)

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LIMITS:	\$	EACH CLAIM	\$
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			AGGREGATE AGGREGATE

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DATED: JUNE 20, 1986
NAME OF MEDICAL MALPRACTICE JOINT
COMPANY: UNDERWRITING ASSOCIATION OF R.I.

Shirley R. J. [Signature]
AUTHORIZED REPRESENTATIVE

CERTIFICATE ISSUED TO:

TO: SECRETARY OF THE STATE OF RHODE ISLAND
OF: STATE HOUSE
ADDRESS: PROVIDENCE, R.I. 02903

JUA CERTINS

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